

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Geokinetics Inc., et al.,¹

Debtors.

Chapter 11

Case No. 13-10472 (KJC)

(Jointly Administered)

RECEIVED**DEC 23 2013**

DIV. OF OIL, GAS & MINING

**ORDER APPROVING STIPULATION RESOLVING
CLAIMS OF MR. TERRY ALLEN**

Upon consideration of the Stipulation Resolving Claims of Mr. Terry Allen, attached hereto as Exhibit A (the "Stipulation"), which resolved the proofs of claim filed by or on behalf of Mr. Terry Allen and the state-court litigation concerning the claims asserted in the proofs of claim; the Court having determined that good and adequate cause exists for approval of the Stipulation; and the Court having determined that no further notice of the Stipulation must be given;

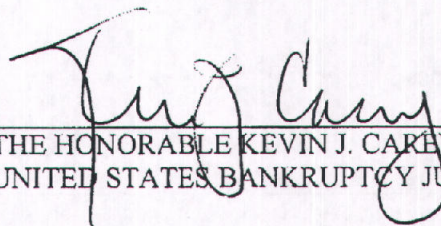
IT IS HEREBY ORDERED THAT:

1. The Stipulation is hereby approved in accordance with its terms and is incorporated herein by this reference.

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal taxpayer-identification number, are: Geokinetics Inc. (0082), Geokinetics Holdings USA, Inc. (6645), Geokinetics Services Corp. (1753), Geokinetics Processing, Inc. (9897), Geokinetics Acquisition Company (0110), Geokinetics USA, Inc. (7282), Geokinetics International Holdings, Inc. (8468), Geokinetics Management, Inc. (3414), Geokinetics International, Inc. (2143) and Advanced Seismic Technology, Inc. (9540). The Reorganized Debtors' address is 1500 Citywest Boulevard, Suite 800, Houston, Texas 77042.

3. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Dec 19, 2013
Wilmington, Delaware



THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

(Stipulation)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
Geokinetics Inc., <u>et al.</u> , ¹)	
	)	Case No. 13-10472 (KJC)
Debtors.	)	(Jointly Administered)
)	

STIPULATION RESOLVING CLAIMS OF MR. TERRY ALLEN

The reorganized debtors in the above-captioned chapter 11 cases (collectively, the "Reorganized Debtors") and Mr. Terry Allen ("Mr. Allen," and together with the Reorganized Debtors, the "Parties"), by and through their respective undersigned counsel, hereby enter into this stipulation (the "Stipulation") and stipulate as follows:

RECITALS

A. On February 7, 2013, the debtors and debtors in possession (as they were known before the Effective Date (as defined below), collectively, the "Debtors"), commenced solicitation of a pre-packaged chapter 11 plan by distributing to parties entitled to vote the *Joint Chapter 11 Plan for Geokinetics Inc., et al.* (as was subsequently modified, the "Plan") and the *Solicitation and Disclosure Statement for the Joint Chapter 11 Plan for Geokinetics Inc., et al.* (the "Disclosure Statement"). The deadline to cast a ballot on the Plan was March 8, 2013. Creditors in each class entitled to vote on the Plan voted overwhelmingly to approve the Plan in satisfaction of Bankruptcy Code section 1126.

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal taxpayer-identification number, are: Geokinetics Inc. (0082), Geokinetics Holdings USA, Inc. (6645), Geokinetics Services Corp. (1753), Geokinetics Processing, Inc. (9897), Geokinetics Acquisition Company (0110), Geokinetics USA, Inc. (7282), Geokinetics International Holdings, Inc. (8468), Geokinetics Management, Inc. (3414), Geokinetics International, Inc. (2143) and Advanced Seismic Technology, Inc. (9540). The Reorganized Debtors' address is 1500 Citywest Boulevard, Suite 800, Houston, Texas 77042.

B. On March 10, 2013 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). No request for the appointment of a trustee or examiner was made in these chapter 11 cases. No committees were appointed or designated.

C. On the Petition Date, the Debtors filed their Plan, Disclosure Statement, and Solicitation Motion.² The Bankruptcy Court granted the relief requested in the Solicitation Motion by order entered March 12, 2013 [Docket No. 39], pursuant to which the Bankruptcy Court scheduled a hearing to consider approval of the adequacy of the Disclosure Statement and consider confirmation of the Plan on April 25, 2013.

D. On April 25, 2013, the Bankruptcy Court approved the adequacy of the Disclosure Statement and confirmed the Plan by entering its *Findings of Fact, Conclusions of Law and Order (I) Approving the Debtors' (A) Disclosure Statement Pursuant to Bankruptcy Code Sections 1125 and 1126(b), (B) Solicitation of Votes and Voting Procedures, and (C) Forms of Ballots, and (II) Confirming the Second Modified Joint Chapter 11 Plan of Reorganization of Geokinetics Inc., et al. Pursuant to Bankruptcy Code Section 1129* [Docket No. 280]. The Plan became effective by its terms on May 10, 2013 (the "Effective Date"). The Debtors became the Reorganized Debtors on the Effective Date.

² Debtors' Motion for Entry of an Order (I) Scheduling a Combined Hearing to Approve the Adequacy of the Disclosure Statement, Confirmation of the Plan, and Adequacy of Pre-Petition Solicitation Procedures; (II) Setting Deadlines and Procedures for Objection to Adequacy of the Disclosure Statement, Confirmation of the Plan, and Adequacy of the Pre-Petition Solicitation Procedures; (III) Approving the Form and Manner of Notice of the Combined Hearing; (IV) if Necessary, Conditionally Approving the Disclosure Statement; and (V) Directing the Office of the United States Trustee Not to Convene a Meeting of Creditors and Equity Holders (the "Solicitation Motion").

E. On the Petition Date, the Debtors each filed their *Schedules of Assets and Liabilities* [Docket Nos. 22-23, 25-28, and 31-34] (collectively, the "Schedules"). To date, the Schedules have not been modified or amended.

F. On the Petition Date, the Debtors also filed the *Debtors' Motion for Entry of an Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 5] (the "Bar Date Motion"). The Bankruptcy Court entered an order on March 12, 2013 [Docket No. 74] (the "Bar Date Order") granting the relief requested in the Bar Date Motion, which, among other things, established April 8, 2013 at 5:00 p.m. (prevailing Eastern Time) as the time and date by which any person or entity (excluding governmental units) asserting a claim against the Debtors in their chapter 11 cases was required to file a proof of claim (the "General Bar Date"). See Bar Date Order, ¶ 2.

G. On April 8, 2013, Mr. Allen filed a proof of claim asserting a general unsecured claim in an unliquidated amount against each of the Debtors, which proofs of claim were assigned claim numbers 294 through 303 (the "Proofs of Claim") by the Debtors' claims and noticing agent.

H. An action is pending in the District Court of Pittsburg County for the State of Oklahoma, captioned Terry J. Allen v. Geokinetics USA, Inc., f/k/a Quantum Geophysical, Inc., Case No. CJ-2011-87, commenced by Mr. Allen against Geokinetics USA, Inc. (the "Litigation Action").

I. The Reorganized Debtors and Mr. Allen disagree as to liability and amount of the claims that are the subject of the Litigation Action and the Proofs of Claim (collectively, the "Claims").

J. The Parties have resolved their disputes as to the Claims on the terms described in this Stipulation.

K. The Parties entered into this Stipulation to allow the Claims in part as provided below. The Parties have negotiated this Stipulation in good faith and at arm's length. The Parties hereby stipulate as follows:

STIPULATION

1. The Parties agree that the Reorganized Debtors (or their insurer, as applicable) shall pay Mr. Allen a single payment in the amount of \$32,500.00 (the "Settled Amount").

2. The Parties agree that payment of the Settled Amount shall be in full and final satisfaction of any and all claims, proofs of claim, scheduled claims, administrative claims, motions or requests for payment filed and/or asserted, or which could have been filed and/or asserted, including the Claims, against any of the Debtors by or on behalf of Mr. Allen in the Bankruptcy Court or in the Litigation Action.

3. Mr. Allen agrees to voluntarily dismiss the Litigation Action with prejudice within five (5) business days of the date that the Settled Amount clears the banking system. To the extent defendant in the Litigation Action may have filed or may file any counterclaim against Mr. Allen, the Reorganized Debtors shall voluntarily dismiss the Litigation Action with prejudice within five (5) business days of the date it is dismissed by Mr. Allen.

4. Neither this Stipulation, nor any actions taken pursuant hereto shall constitute evidence admissible against any party in any action or proceeding other than one to enforce the terms of this Stipulation.

5. The Parties represent and warrant to each other that the signatories to this Stipulation have full power and authority to enter into this Stipulation.

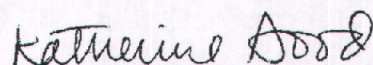
6. All representations, warranties, inducements, and/or statements of intention made by the Parties that relate to this Stipulation are embodied in the Stipulation, and none of the Parties relied upon, shall be bound by, or shall be liable for any alleged representation, warranty, inducement, or statement of intention that is not expressly set forth in this Stipulation.

7. This Stipulation shall not be modified, altered, amended or vacated without the prior written consent of all the Parties hereto. Any such modification, alteration, amendment or vacation in whole or part shall be subject to the approval of the Bankruptcy Court.

8. This Stipulation may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument. This Stipulation may be executed by facsimile or PDF signatures, and such facsimile or PDF signatures will be deemed to be as valid as an original signature whether or not confirmed by delivering the original signatures in person, by courier or mail, although it is the Parties' intention to deliver original signatures after delivery of facsimile or PDF signatures.

9. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from or relating to this Stipulation.

Wilmington, Delaware
Date: December 19, 2013



RICHARDS, LAYTON & FINGER, P.A.
Paul N. Heath (DE 3704)
L. Katherine Good (DE 5101)
Tyler D. Semmelman (DE 5386)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

- and -

AKIN GUMP STRAUSS HAUER & FELD LLP

Sarah Link Schultz (admitted *pro hac vice*)

Michael S. Haynes (admitted *pro hac vice*)

Sarah J. Crow (admitted *pro hac vice*)

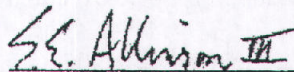
1700 Pacific Avenue, Suite 4100

Dallas, Texas 75201

Telephone: (214) 969-2800

Facsimile: (214) 969-4343

**COUNSEL FOR THE
REORGANIZED DEBTORS**



Elihu Ezekiel "Zeke" Allinson III, Esq. (3476)

SULLIVAN · HAZELTINE · ALLINSON LLC

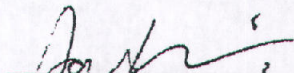
901 North Market Street, Suite 1300

Wilmington, DE 19801

(302) 428-8191 x 103 (Direct)

(302) 428-8195 (Fax)

-- and --



Joshua L. Reid, Esq.

KONSURE LAW FIRM

36 East Choctaw

P.O. Box 1031

McAlester, OK 74501

Tel: 918-426-0700

COUNSEL TO MR. TERRY J. ALLEN

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
)	
Geokinetics Inc., <u>et al.</u> , ¹	)	Case No. 13-10472 (KJC)
)	
Debtors.	)	Jointly Administered
)	
	)	Hearing Date: 1/22/14 at 1:00 p.m. (ET)
	)	Objection Deadline: 1/15/14 at 4:00 p.m. (ET)
)	

**REORGANIZED DEBTORS' SECOND MOTION FOR ENTRY OF AN
ORDER EXTENDING THE DEADLINE TO OBJECT TO CLAIMS**

The reorganized debtors in the above-captioned chapter 11 cases (collectively, the "Reorganized Debtors") hereby file this *Reorganized Debtors' Second Motion for Entry of an Order Extending the Deadline to Object to Claims* (the "Motion") and respectfully represent and set forth as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are sections 105 and 502 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), and rules 3007 and 9006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, are: Geokinetics Inc. (0082), Geokinetics Holdings USA, Inc. (6645), Geokinetics Services Corp. (1753), Geokinetics Processing, Inc. (9897), Geokinetics Acquisition Company (0110), Geokinetics USA, Inc. (7282), Geokinetics International Holdings, Inc. (8468), Geokinetics Management, Inc. (3414), Geokinetics International, Inc. (2143), and Advanced Seismic Technology, Inc. (9540). The Reorganized Debtors' address is 1500 Citywest Boulevard, Suite 800, Houston, Texas 77042.

BACKGROUND

A. General Background

4. On February 7, 2013, the debtors and debtors in possession in the above-captioned chapter 11 cases (as they were known before the Effective Date (as defined below), collectively, the "Debtors"), commenced solicitation of a pre-packaged chapter 11 plan by distributing to parties entitled to vote the *Joint Chapter 11 Plan for Geokinetics Inc., et al.* (as was subsequently modified, the "Plan") and the *Solicitation and Disclosure Statement for the Joint Chapter 11 Plan for Geokinetics Inc., et al.* (the "Disclosure Statement"). The deadline to cast a ballot on the Plan was March 8, 2013. Creditors in each class entitled to vote on the Plan voted overwhelmingly to approve the Plan in satisfaction of Bankruptcy Code section 1126.

5. On March 10, 2013 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in this Court. No request for the appointment of a trustee or examiner was made in these chapter 11 cases. No committees were appointed or designated.

6. On the Petition Date, the Debtors filed their Plan, Disclosure Statement, and Solicitation Motion.² The Court granted the relief requested in the Solicitation Motion by order entered March 12, 2013 [Docket No. 39], pursuant to which the Court scheduled a hearing to consider approval of the adequacy of the Disclosure Statement and consider confirmation of the Plan on April 25, 2013.

² Debtors' Motion for Entry of an Order (I) Scheduling a Combined Hearing to Approve the Adequacy of the Disclosure Statement, Confirmation of the Plan, and Adequacy of Pre-Petition Solicitation Procedures; (II) Setting Deadlines and Procedures for Objection to Adequacy of the Disclosure Statement, Confirmation of the Plan, and Adequacy of the Pre-Petition Solicitation Procedures; (III) Approving the Form and Manner of Notice of the Combined Hearing; (IV) if Necessary, Conditionally Approving the Disclosure Statement; and (V) Directing the Office of the United States Trustee Not to Convene a Meeting of Creditors and Equity Holders (the "Solicitation Motion").

7. On April 25, 2013 (the “Confirmation Date”), the Court approved the adequacy of the Disclosure Statement and confirmed the Plan by entering its *Findings of Fact, Conclusions of Law and Order (I) Approving the Debtors’ (A) Disclosure Statement Pursuant to Bankruptcy Code Sections 1125 and 1126(b), (B) Solicitation of Votes and Voting Procedures, and (C) Forms of Ballots, and (II) Confirming the Second Modified Joint Chapter 11 Plan of Reorganization of Geokinetics Inc., et al. Pursuant to Bankruptcy Code Section 1129* [Docket No. 280] (the “Confirmation Order”). The Plan became effective by its terms on May 10, 2013 (the “Effective Date”). The Debtors became the Reorganized Debtors on the Effective Date.

B. Specific Background

(i) *The Bar Dates*

8. During these chapter 11 cases, the Debtors, both through the Plan and by order of the Court, established three (3) distinct deadlines for filing proofs of claim. Specifically, on the Petition Date, the Debtors filed the *Debtors’ Motion for Entry of an Order Establishing Deadlines and Procedures for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 5] (the “Bar Date Motion”). The Court entered an order on March 12, 2013 granting the relief requested in the Bar Date Motion [Docket No. 74] (the “Bar Date Order”), which, among other things, established April 8, 2013 at 5:00 p.m. (prevailing Eastern Time) as the time and date by which any person or entity (excluding governmental units) asserting a claim against the Debtors in their chapter 11 cases was required to file a proof of claim (the “General Bar Date”). See Bar Date Order, ¶ 2.

9. The Bar Date Order also established 5:00 p.m. (prevailing Eastern Time) on September 13, 2013 as the deadline by which any governmental unit (as such term is defined in Bankruptcy Code section 101(27)) asserting a claim against the Debtors in their chapter 11 cases was required to file a proof of claim (the “Government Bar Date”). See Bar Date Order, ¶ 3.

Finally, pursuant to the Plan, as approved by the Confirmation Order, parties asserting claims for payment of administrative expenses were required to file all such claims by June 10, 2013 (the "Administrative Claim Bar Date"). See Plan, Art. II.A(iv).

(ii) *Claims Objection Deadline and the First Extension Motion*

10. Pursuant to Article VIII.E of the Plan, as approved by the Confirmation Order, the deadline for the Debtors to file and serve objections to claims was set as "the later of: (a) 180 days after the Effective Date, and (b) the last day of such other period of limitation as may be specifically fixed by an order of the Bankruptcy Court for objecting to certain [c]laims." See Plan Art. VIII.E. Because the Court did not specifically fix a different date in accordance with subpart (b) above, the deadline to object to claims is 180 days after the Effective Date, or November 6, 2013 (the "Claims Objection Deadline").

11. On September 20, 2013, the Reorganized Debtors filed the *Reorganized Debtors' Motion for Entry of an Order Extending the Deadline to Object to Claims* [Docket No. 391] (the "First Extension Motion"). By order dated October 21, 2013, the Court granted the relief requested in the First Extension Motion [Docket No. 415], thereby extending the Claims Objection Deadline ninety (90) days through and including February 4, 2013.

(iii) *Claims Reconciliation Process*

12. As of the date hereof, over four hundred (400) proofs of claim have been filed in these chapter 11 cases. The Reorganized Debtors and their advisors are in the process of comprehensively reviewing and reconciling each of the filed claims and comparing them with the Debtors' books and records to determine the validity of such claims. As a result of these efforts, the Reorganized Debtors have made considerable progress in the claims reconciliation process since the Effective Date.

13. The Reorganized Debtors have filed three (3) omnibus objections to claims seeking to disallow, reduce, or reclassify approximately one hundred and eighty (180) claims. *See* Docket Nos. 321, 322, and 394. In addition, the Reorganized Debtors have negotiated informally with numerous creditors resulting in the voluntary withdrawal or reduction of approximately seventy-five (75) proofs of claim. The Reorganized Debtors also have negotiated, and are continuing to negotiate, stipulations with various holders of numerous disputed claims to address the liquidation of such claims. The Reorganized Debtors will also likely file at least one additional omnibus objection to certain claims.

14. The Reorganized Debtors believe that they have substantially completed their review and reconciliation of the non-governmental claims asserted in these chapter 11 cases as well as the negotiation of consensual resolutions to the vast majority of disputed claims. However, the Reorganized Debtors require additional time to ensure a thorough and comprehensive review of all claims and, to the extent necessary, the ability to file appropriate objections to non-governmental claims. Additionally, with the Government Bar Date having only expired on September 13, 2013 and many of the governmental claims being estimates for the 2013 tax year, the Debtors require additional time to review and reconcile claims filed by governmental entities and continue active negotiations with governmental entities regarding their claims.

RELIEF REQUESTED

15. By this Motion, the Reorganized Debtors respectfully request entry of an order further extending the Claims Objection Deadline by one hundred and twenty (120) days, through and including June 4, 2014; *provided, however*, that the requested further extension of the

Claims Objection Deadline shall be without prejudice to the right of the Reorganized Debtors to seek additional extensions of the Claims Objection Deadline.

BASIS FOR RELIEF

16. Article VIII.E of the Plan expressly provides that the Court may extend the Claims Objection Deadline for cause. *See* Plan Art. VIII.E (establishing the Claims Objection Deadline and providing that “the Bankruptcy Court may extend any deadline to object to [c]laims for cause”).

17. In addition, Bankruptcy Rule 9006(b) provides in pertinent part that:

[W]hen an act is required or allowed to be done at or within the specified period . . . by order of the court, the court for cause shown may at any time in its discretion . . . with or without motion or notice order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order

Bankruptcy Rule 9006(b).³

18. Here, the Reorganized Debtors respectfully submit that cause exists to grant a second extension of the Claims Objection Deadline. As set forth above, the Reorganized Debtors have successfully resolved the vast majority of the non-governmental claims filed in these chapter 11 through claims objections, consensual settlements, and payment in full of filed claims. Despite this considerable progress and their belief that they have nearly completed the non-governmental claims reconciliation and resolution process, the Reorganized Debtors anticipate that they will need additional time beyond the current Claims Objection Deadline of

³ Additionally, pursuant to rule 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) where “a motion to extend the time to take any action is filed before the expiration of the period prescribed by the Code, the Fed. R. Bankr. P., these Local Rules, the District Court Rules, or Court order, the time shall automatically be extended until the Court acts on the motion, without the necessity for the entry of a bridge order.” *See* Local Rule 9006-2. As such, to the extent that the Court does not act on this Motion prior to February 4, 2013, the Claims Objection Deadline shall be automatically extended until the Court acts on this Motion.

February 4, 2013 to complete their review and reconciliation of the remaining non-governmental claims as well as review, reconcile, negotiate, and, if necessary, object to governmental claims.

19. The Reorganized Debtors believe that the extension of the Claims Objection Deadline requested herein is necessary because many of the remaining claims involve numerous complicated issues of law and fact that may require substantial attention and research. The nature of these claims is such that a full reconciliation of these claims, including the decision of whether to dispute such claims, may not be possible by the Claims Objection Deadline. In addition, many of the remaining claims were filed by governmental entities and include estimated tax liabilities for the 2013 tax year. As a result, the Reorganized Debtors will be unable to fully analyze these claims until after calendar year 2013 has expired such that the Reorganized Debtor may then file their 2013 tax returns and the applicable governmental entities have an opportunity to amend their claims as necessary. This is very unlikely to occur prior to the current Claims Objection Deadline as the Reorganized Debtors prefer to allow government authorities sufficient time to review the 2013 tax returns and negotiate consensual resolution to the claims.

20. This extension is not sought for purposes of delay and should not prejudice claimants. Indeed, the Reorganized Debtors believe that the requested further extension of the Claims Objection Deadline may actually benefit the claimants whose claims have not yet been resolved. Extending the Claims Objection Deadline as requested herein will allow the Reorganized Debtors the additional time necessary to properly analyze the outstanding claims and, where appropriate, consensually resolve those claims or possibly even satisfy them in full. Such a result would save all parties in interest the considerable time and expense of litigating claims objections that may otherwise prove unnecessary.

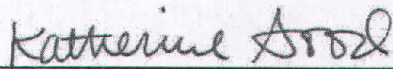
21. For the reasons set forth above, the Reorganized Debtors submit that the requested further extension of the Claims Objection Deadline is reasonable and appropriate under the circumstances and should be approved by the Court.

NOTICE

22. No trustee, examiner, or creditors' committee has been appointed in the Reorganized Debtors' chapter 11 cases. The Reorganized Debtors have provided notice of this Motion to (a) the Office of the United States Trustee for the District of Delaware; and (b) all parties requesting notice pursuant to Bankruptcy Rule 2002 and Local Rule 2002-1(b). In light of the nature of the relief requested in this Motion, the Reorganized Debtors respectfully submit that no further notice is necessary.

WHEREFORE, for the reasons set forth herein, the Reorganized Debtors respectfully request entry of an order, substantially in the form annexed hereto as Exhibit A, (i) further extending the Claims Objection Deadline through and including June 4, 2014, and (ii) granting such other and further relief as this Court deems just and proper.

Date: December 19, 2013
Wilmington, Delaware


RICHARDS, LAYTON & FINGER, P.A.
Paul N. Heath (DE 3704)
L. Katherine Good (DE 5101)
Tyler D. Semmelman (DE 5386)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

— and —

AKIN GUMP STRAUSS HAUER & FELD LLP
Sarah Link Schultz (admitted *pro hac vice*)
Michael S. Haynes (admitted *pro hac vice*)
Sarah J. Crow (admitted *pro hac vice*)
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343

**COUNSEL FOR THE
REORGANIZED DEBTORS**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

Geokinetics Inc., et al.,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10472 (KJC)
)
) Jointly Administered
)
) Hearing Date: 1/22/14 at 1:00 p.m. (ET)
) Objection Deadline: 1/15/14 at 4:00 p.m. (ET)
)

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that on December 19, 2013, the reorganized debtors in the above-captioned chapter 11 cases (collectively, the “Reorganized Debtors”) filed the *Reorganized Debtors’ Second Motion for Entry of an Order Extending the Deadline to Object to Claims* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that objections or responses to the relief requested in the Motion, if any, must be made in writing, filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon so as to be received by the undersigned counsel for the Debtors on or before **January 15, 2014 at 4:00 p.m. (prevailing Eastern Time)**.

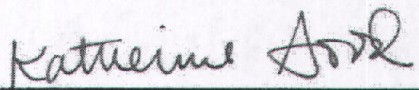
PLEASE TAKE FURTHER NOTICE that, in the event that one or more objections or responses to the Motion are timely filed and not otherwise resolved, the Motion will be

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Geokinetics Inc. (0082), Geokinetics Holdings USA, Inc. (6645), Geokinetics Services Corp. (1753), Geokinetics Processing, Inc. (9897), Geokinetics Acquisition Company (0110), Geokinetics USA, Inc. (7282), Geokinetics International Holdings, Inc. (8468), Geokinetics Management, Inc. (3414), Geokinetics International, Inc. (2143), and Advanced Seismic Technology, Inc. (9540). The Debtors’ address is 1500 Citywest Boulevard, Suite 800, Houston, Texas 77042.

considered at a hearing before The Honorable Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801, on **January 22, 2014 at 1:00 p.m. (prevailing Eastern Time).**

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Date: December 19, 2013
Wilmington, Delaware


RICHARDS, LAYTON & FINGER, P.A.
Paul N. Heath (DE 3704)
L. Katherine Good (DE 5101)
Tyler D. Semmelman (DE 5386)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701

— and —

AKIN GUMP STRAUSS HAUER & FELD LLP
Sarah Link Schultz (admitted *pro hac vice*)
Michael S. Haynes (admitted *pro hac vice*)
Sarah J. Crow (admitted *pro hac vice*)
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343

**COUNSEL FOR THE
REORGANIZED DEBTORS**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
Geokinetics Inc., <u>et al.</u> , ¹	)	Case No. 13-10472 (KJC)
Debtors.	)	Jointly Administered
	)	Re: Docket No. _____

**SECOND ORDER EXTENDING THE
CLAIMS OBJECTION DEADLINE**

Upon the Motion² of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) for entry of an order further extending the Claims Objection Deadline by one hundred and twenty (120) days, through and including June 4, 2014, all as further described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding in accordance with 28 U.S.C. § 157(b)(2); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Reorganized Debtors, the Debtors’ creditors, and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Geokinetics Inc. (0082), Geokinetics Holdings USA, Inc. (6645), Geokinetics Services Corp. (1753), Geokinetics Processing, Inc. (9897), Geokinetics Acquisition Company (0110), Geokinetics USA, Inc. (7282), Geokinetics International Holdings, Inc. (8468), Geokinetics Management, Inc. (3414), Geokinetics International, Inc. (2143), and Advanced Seismic Technology, Inc. (9540). The Reorganized Debtors’ address is 1500 CityWest Boulevard, Suite 800, Houston, Texas 77042.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed in the Motion.

relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted to the extent provided herein.
2. The Claims Objection Deadline is hereby further extended one hundred and twenty (120) days, through and including June 4, 2013.
3. The entry of this Order shall be subject to and without prejudice to the rights of the Reorganized Debtors to request additional extensions of time to file and serve objections to claims.
4. This Court shall retain jurisdiction over any and all issues related to or arising from the Motion or the implementation of this Order.

Date: _____, 2014
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE